

Attachment 2

Application for Certificate to Become a Payphone Service Provider – Illinois

QWEST INTERPRISE AMERICA, INC.

**ARTICLES OF INCORPORATION AND
CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS**

**ARTICLES OF INCORPORATION
OF**

INTERPRISE AMERICA, INC.

951039195 \$50.00
SECRETARY OF STATE
03-24-95 15:49

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Colorado Business Corporation Act, as amended, adopts the following Articles of Incorporation:

ARTICLE ONE. The name of the corporation is Interprise America, Inc. ✓

ARTICLE TWO. The corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the laws of Colorado; provided, however, that the corporation shall not engage in any act or activity which could violate the Modification of Final Judgment entered August 24, 1982, in United States v. Western Electric, et al., Case No. 82-0192, United District Court, District of Columbia, as amended, modified, supplemented or interpreted by a court of competent jurisdiction from time to time. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes. The Corporation may conduct part or all of its business in any part of Colorado, the United States, or the world and may hold, purchase, mortgage, lease, and convey real and personal property in any of such places.

ARTICLE THREE. (a) The aggregate number of shares of stock which the corporation shall have authority to issue is One (1) share of common stock without par value. The share of this class of common stock shall have unlimited voting rights and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Colorado Business Corporation Act. The share of this class of common stock shall also be entitled to receive the net assets of the corporation upon dissolution.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors, each shareholder shall have as many votes for each share held by him as there are directors to be elected and for whose election the shareholder has the right to vote. Cumulative voting shall not be permitted in the election of directors or otherwise.

(c) Unless otherwise ordered by a court of competent jurisdiction, at all meetings of the shareholders, one-third of the shares of a voting group entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum of that voting group.

ARTICLE FOUR. The number of directors of the corporation shall be fixed by the Bylaws. The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of the person who is to serve as director until the first annual meeting of the shareholders or until her successor is elected and qualified is:

101

NAME

ADDRESS

Catherine M. Hapka

150 South 5th Street, Suite 3300
Minneapolis, Minnesota 55402


ARTICLE FIVE. The address of the corporation's initial registered office in the State of Colorado is 1675 Broadway, Denver, Colorado 80202. The name of the corporation's initial registered agent at such address is C T Corporation System.

ARTICLE SIX. The address of the corporation's initial principal office is 1999 Broadway, Denver, Colorado 80202.

ARTICLE SEVEN. The provisions as to the management of the business and the conduct of the affairs of the corporation shall be set forth in the Bylaws of the corporation or as approved by the Board of Directors of the corporation from time to time, and the same shall be in furtherance of and not in limitation or exclusion of the powers conferred by the law.

ARTICLE EIGHT. The name and address of the incorporator is Stephen E. Brilz, 7800 East Orchard Road, Englewood, Colorado 80111.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 24th day of March, 1995.



Stephen E. Brilz

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

Before me, Terry K. Stephens, a Notary Public in and for said County and State, personally appeared , who acknowledged before me that he signed the foregoing Articles of Incorporation as the incorporator and that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of March, 1995.





Notary Public

CONSENT TO APPOINTMENT

1. THE CORPORATION COMPANY voluntarily consents to serve as registered agent for INTERPRISE AMERICA, INC. on the date shown below;

2. THE CORPORATION COMPANY knows and understands the duties of a registered agent as set forth in the Colorado Corporation Code.

THE CORPORATION COMPANY

By: Marcia J. Sunahara
Marcia J. Sunahara, Asst. Vice President

Dated: 3/24/95

CHANGE OF NAME

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

OF

INTERPRISE AMERICA, INC.

951056899 C \$75.00
SECRETARY OF STATE
04-27-95 14:07

Pursuant to the provisions of the Colorado Business Corporation Act, the Board of Directors of the undersigned Corporation adopted the following Articles of Amendment to the Articles of Incorporation:

- DP951239195
- FIRST: The name of the Corporation is Interprise America, Inc. *not*
- SECOND: The following amendment was adopted by the sole Director of the Corporation on March 27, 1995:
- RESOLVED, That ARTICLE ONE of the Articles of Incorporation of Interprise America, Inc. be, and it hereby is, amended, effective March 27, 1995, to read as follows:
- "ARTICLE ONE. The name of the Corporation is U S WEST Interprise America, Inc."
- THIRD: The Corporation has not issued any shares of its common stock and, therefore, shareholder approval is not required pursuant to Section 7-110-105 of the Colorado Business Corporation Act.

DATED this 26th day of April, 1995

Interprise America, Inc.

By *Scott Chandler*
Scott Chandler
Vice President and Treasurer

By *Terry K. Stephens*
Terry K. Stephens
Assistant Secretary

famaaa.doc

COMPUTER UPDATE COMPLETE
JM

Mail to: Secretary of State

Corporations Section
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

For office use only

MUST BE TYPED
FILING FEE: \$25.00
MUST SUBMIT TWO COPIES

20001132391 C
\$ 75.00
SECRETARY OF STATE
07-05-2000 15:01:54

Please include a typed
self-addressed envelope
CHANGE OF NAME

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

DPC 1995 103 9195

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is U S WEST Interprise America, Inc. *NCGS*

SECOND: The following amendment to the Articles of Incorporation was adopted on July 5, 2000, as prescribed by the Colorado Business Corporation Act, in the manner marked with an X below:

- ☐ No shares have been issued or Directors Elected - Action by Incorporators
- ☐ No shares have been issued but Directors Elected - Action by Directors
- ☐ Such amendment was adopted by the board of directors where shares have been issued and shareholder action was not required.
- ☒ Such amendment was adopted by a vote of the shareholders. The number of shares voted for the amendment was sufficient for approval.

THIRD: If changing corporate name, the new name of the corporation is Qwest Interprise America, Inc.

FOURTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

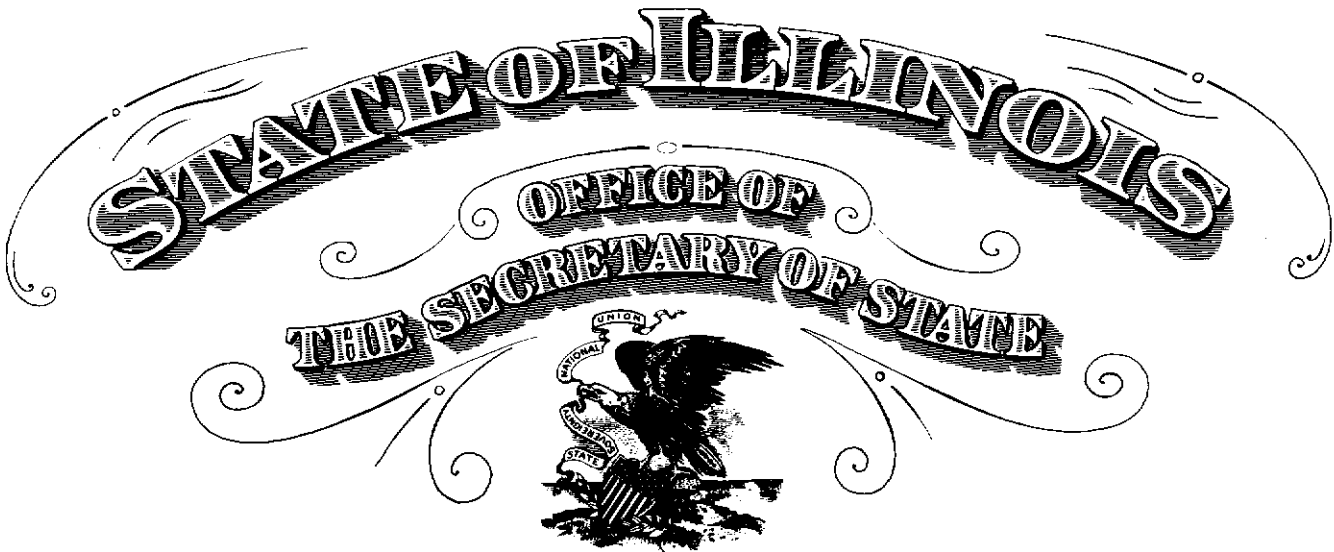
If these amendments are to have a delayed effective date, please list that date: July 5, 2000
(Not to exceed ninety (90) days from the date of filing)

U S WEST Interprise America, Inc.

Signature *[Signature]*
Title Yash A. Rana, Assistant Secretary

Revised 7/95





To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

QWEST INTERPRISE AMERICA, INC., INCORPORATED
IN THE STATE OF COLORADO AND LICENSED TO TRANSACT BUSINESS IN THIS
STATE ON OCTOBER 5, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE
PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING
TO THE PAYMENT OF FRANCHISE TAXES, AND IS AT THIS TIME A FOREIGN
CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN
THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 24TH
day of SEPTEMBER ***A.D.*** 2001.

Jesse White

SECRETARY OF STATE